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April 3, 2007

VIA E-FILING.

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 25991-F
FILED

APR 03 '07 -11 28 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for electronic filing and to be recorded pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment of Lease, dated as of April 2, 2007 (the "Memorandum") between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Master Full Service Lease Agreement, dated as of March 15, 2005, and effective as of October 1, 2002, by and between The CIT Group/Equipment Financing, Inc., as lessor, and The Kansas City Southern Railway Company, as lessee the ("Master Lease") and Rider No. 05 to the Master Lease, dated as of August 18, 2005 and effective as of October 26, 2004, between The CIT Group/Equipment Financing, Inc., as lessor and The Kansas City Southern Railway Company, as lessee. (collectively, the "Lease"). A Memorandum of Railcar Lease dated as of August 18, 2005 with respect to the Lease was filed with the Surface Transportation Board on January 12, 2006 and assigned recordation number 25991-C.

The names and address of the parties to the enclosed Memorandum are:

Transferor: The CIT Group/Equipment Financing, Inc.
30 S. Wacker Drive, Suite 3000
Chicago, IL, 60606

Transferee: Citicorp Railmark, Inc.
388 Greenwich Street, 20th Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

The required recordation fee of \$34.00 is being paid herewith.

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Mr. Vernon A. Williams
April 3, 2007
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Kindly return file-stamped copies of the Memorandum and this letter to Tim Nevius at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

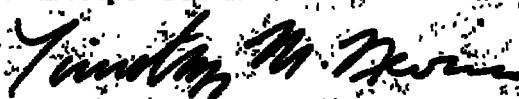
Memorandum of Assignment of Lease, dated as of April 2, 2007, between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee.

Documents to Which the Secondary Document Relates

Memorandum of Railcar Lease dated as of August 18, 2005 with respect to the Lease filed with the Surface Transportation Board on January 12, 2006, and assigned recordation number 25991-C.

Very truly yours,

DLA Piper US LLP



Timothy M. Nevius

Enclosure

APR 03 '07 -11 2 8 AM

[KCS]

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 2nd day of April, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL, 60606 (the "Transferor"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 388 Greenwich Street, 20th Floor, New York, New York 10013 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of February 22, 2007, relating to the sale by Transferor to Transferee of 99 centerbeam lumber flat cars identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Master Full Service Lease Agreement, dated as of March 15, 2005, and effective as of October 1, 2002, by and between The CIT Group/Equipment Financing, Inc., as lessor, and The Kansas City Southern Railway Company, as lessee, the ("Master Lease") and Rider No. 5 to the Master Lease, dated as of August 18, 2005 and effective as of October 26, 2004, between The CIT Group/Equipment Financing, Inc., as lessor, and The Kansas City Southern Railway Company, as lessee. The Master Lease and Rider No. 5 referenced above are collectively referred to as the "Lease".

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Railcar Lease dated as of August 18, 2005, with respect to the Lease was filed with the Surface Transportation Board on January 12, 2006 and assigned recordation number 25991-C.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written:

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Nancy A. Nardella
Name: NANCY A. NARDELLA
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below; that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By _____
Name: _____
Title: _____

I certify that I hold the title set forth below; that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By _____
Name: J. Hawes _____
Title: Senior Vice President

**SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

EQUIPMENT

Description of Railcars: Ninety-nine (99) 73 ft. centerbeam lumber flat cars built by Trinity in 1992.

Reporting Marks: KCS 711000 through KCS 711076, inclusive, and KCS 711078 through KCS 711099, inclusive